

**GOVERNANCE COMMITTEE MEETING MINUTES
4016 WEST BROAD STREET
RICHMOND, VIRGINIA**

NOVEMBER 8, 2005, 6:00 p.m.

PRESENT: C. Marshall Davison, Thomas A. Stroup, Colonel W. Gerald Massengill, David K. Whitehurst, Charlie Sledd, Lynn Sikora, Vicki Krisnitski (Board Chairman Sherry S. Crumley participated via a telephone call.)

Mr. Davison called the meeting to order at 6:00 p.m. and announced that Chairman Jimmy Hazel was absent due to a schedule conflict.

After the meeting participants introduced themselves, David Whitehurst was requested to conduct a page-by-page review of the second draft of the Board's Governance Manual. The Code requirement for Board meetings at least every three months was discussed and staff was requested to consult with legal counsel to see if Code amendments should be pursued to insure that scheduled meetings of the Board comply with Code requirements. Additional topics discussed included the Board's accountability for the lifetime license endowment fund and if the Board is in compliance with this requirement; whether the Board is required to approve all agency requests for appropriation adjustments, and whether permit regulations are needed for any dredging or drilling on Back Bay. It was agreed that staff would investigate all of these topics for additional information and legal clarification.

The Committee also discussed provisions for the establishment of a nominating committee to select a slate of officers and when and how the Board would elect its chairman and vice chairman. The Committee felt that the Board should vote on the slate of officers when it is presented for action, and they also agreed that the new chair would assume office in July. Staff was requested to insure that any selected procedures complied with all Virginia Freedom of Information Act requirements.

The Committee also addressed quorum requirements for Board meetings and requested that the Governance Manual include video conferencing as an option for meeting participation. Following the Committee meeting, staff learned that the Department does not yet have videoconferencing capability for its meetings.

Staff requested feedback from Committee members on when the Board would prefer to conduct its annual review of policies. January was suggested by staff. Currently the Board policy requires the review as soon after July 1 as possible. Staff also requested

feedback on what would be an appropriate schedule for review of the Governance Manual. The Committee felt that an annual review would be appropriate.

The Governance Committee also reviewed the draft “Board of Director’s Code of Ethics and Conduct” document, and it felt strongly that the document should stand alone and not be included as a portion of the Governance Manual.

Staff was requested to seek clarification regarding whether a Board member would need to declare a gift that had been returned or donated to charity. The Committee requested staff to seek legal clarification on an acceptable forum for the Board to address any breach of the Board’s Code of Ethics.

Upon completion of its review of the second draft Governance Manual, the Committee agreed to submit the document to the full Board for review at its November 29, 2005 meeting. It was also agreed that the draft Governance Manual should be shared with the Policy Committee members for reference in its review and development of existing and/or needed policies.

Colonel Massengill sought a consensus from the Committee on possible revisions to § 29.1-102 to be reviewed by the Crime Commission at its November 10, 2005 meeting. The Crime Commission has offered to assist the Board with any Code revisions it deems necessary. The Committee felt that Code amendments were needed regarding the selection of a vice-chair.

Staff was requested to provide copies of the note cards and Birding and Wildlife Trail guides to new Board members.

As there was no further business, the meeting was adjourned at 8:05 p.m.

Respectfully submitted,

Belle Harding
Board Secretary